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NOV 21 2011

www.mshpc.com

November 21, 2011

Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

By Messenger

ENTERED
Office of Proceedings

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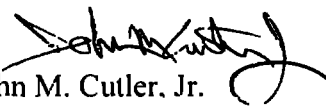
Part of
Public Record

Re: STB Finance Docket No. 35576
PPL Susquehanna, LLC and Allegheny Electric Cooperative, Inc. –
Acquisition Exemption – Pennsylvania Department of Transportation
Line in Luzerne County, PA

Dear Ms. Brown:

Enclosed for filing in the above-referenced docket are an original and 10 copies of a Verified Notice of Exemption Under 49 C.F.R. § 1150.31. Also enclosed are a check for \$1,800 for the filing fee and a copy of this filing on a computer disk.

Respectfully submitted,


John M. Cutler, Jr.
Attorney for
PPL Susquehanna, LLC and
Allegheny Electric Cooperative, Inc.

FEE RECEIVED

NOV 21 2011

**SURFACE
TRANSPORTATION BOARD**

FILED

NOV 21 2011

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35576

PPL SUSQUEHANNA, LLC AND ALLEGHENY ELECTRIC COOPERATIVE, INC. – AC-
QUISITION – PENNSYLVANIA DEPARTMENT OF TRANSPORTATION
LINE IN LUZERNE COUNTY, PA

VERIFIED NOTICE OF EXEMPTION UNDER
49 C.F.R. § 1150.31, *et seq.*

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Public Record

John M. Cutler, Jr.
Andrew P. Goldstein
McCarthy, Sweeney & Harkaway, P.C.
Suite 700
1825 K Street, N.W.
Washington, DC 20006
(202) 775-5560

Attorneys for
PPL Susquehanna, LLC and
Allegheny Electric Cooperative, Inc.

Dated: November 21, 2011

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35576

PPL SUSQUEHANNA, LLC AND ALLEGHENY ELECTRIC COOPERATIVE, INC. – AC-
QUISITION – PENNSYLVANIA DEPARTMENT OF TRANSPORTATION
LINE IN LUZERNE COUNTY, PA

VERIFIED NOTICE OF EXEMPTION UNDER
49 C.F.R. § 1150.31, *et seq.*

This Verified Notice is filed pursuant to 49 C.F.R. § 1150.31 by PPL Susquehanna, LLC and Allegheny Electric Cooperative, Inc., both non-carriers, to exempt from regulation under 49 U.S.C. § 10901 their acquisition of a line of railroad (the “Line”), approximately 7 miles long, formerly owned by Pennsylvania Department of Transportation (“PennDOT”), known as the Bloomsburg Branch, between M.P. 170.00 at the Susquehanna nuclear power plant at 769 Salem Blvd. and M. P. 176.97 at Berwick, PA. PPL Susquehanna, LLC has an undivided 90% interest in the power plant and the Line and Allegheny Electric Cooperative, Inc. has an undivided 10% interest in the power plant and Line, but the power plant is operated by PPL Susquehanna, LLC. Hereafter, PPL Susquehanna, LLC and Allegheny Electric Cooperative, Inc. will be referred to collectively as “PPLS.”

Notice

In accordance with 49 C.F.R. § 1150.33, PPLS hereby states as follows:

(a) The full name and address of Applicants: PPL Susquchanna, LLC, Two North Ninth Street, Allentown, PA 18101, and Allegheny Electric Cooperative, Inc., 212 Locust Street, Harrisburg, PA 17101.

(b) The name, address and telephone number of the representatives of PPLS who should receive correspondence: John M. Cutler, Jr. and Andrew P. Goldstein, McCarthy, Sweeney & Harkaway, P.C, Suite 700, 1825 K Street, N.W., Washington, DC 20006 (202) 775-5560.

(c) PPLS purchased the Line from PennDOT in 2005. See the letter from PPLS to the Board, filed May 26, 2011 in STB Finance Docket No. 35377, for more details.

(d) North Shore Railroad Company ("North Shore") will be the freight operator of the Line, subject to an easement for which authority is pending in Finance Docket 35377.

(e) Brief summary of the Proposed Transaction:

As explained in more detail in PPLS's May 26, 2011 letter to the Board, PPLS acquired the line in 2005 from the Pennsylvania Department of Transportation, Harrisburg, PA. The line extends between the Susquchanna nuclear electric generating station near Hicks Ferry Road, Luzerne County, PA, to a point of connection with North Shore, approximately 7 miles distant at Berwick. From that point of connection, the lines of North Shore extend to an interchange with Norfolk Southern Railway. North Shore is the only connection between the PPLS generating station and any Class I railroad. Ever since PPLS acquired the line, North Shore has provided all service to and from the PPLS generating station. PPLS neither owns nor operates any locomotives and is formalizing an easement agreement with North Shore subject to STB approval in Finance Docket 35377.

(1) The name and address of the company transferring ownership of the Line: Pennsylvania Department of Transportation, Harrisburg, PA 17104.

(2) PPLS does not expect that it will commence operations, but it is granting an easement to North Shore effective on the later of 31 days after the filing of this Notice of Exemption or the date on which North Shore is authorized to exercise an easement over the line.

(3) The Line is described as follows: Bloomsburg Branch, approximately 7 between Milepost 170.00 at the PPLS Susquehanna Power Plant and Milepost 176.97 at Berwick, PA.

(4) The total mileage to be acquired is approximately 7 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Line.

(g) PPLS certifies that projected carrier revenues as a result of the transaction will not exceed those applicable to a Class III carrier.¹ A certification is attached as Exhibit B.

(h) There are no interchange commitments or restrictions in the purchase of the Line by PPLS from PennDOT.

Environmental and Historic Reports

Pursuant to 49 C.F.R. § 1105.6(c)(2)(i), no environmental documentation should be required because this proceeding involves authority for an acquisition under 49 U.S.C. § 10901, and no Environmental Report should be required because this is not an action subject to 49 C.F.R. § 1105.6(a) or (b). See 49 C.F.R. § 1105.7(a).

Pursuant to 49 C.F.R. § 1105.8(b)(1), no Historic Report should be required because the transaction merely involves an acquisition for continued rail operations, and further Board ap-

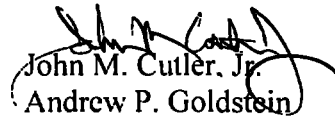
¹ PPLS additionally certifies that the projected annual carrier revenues after the transaction will be below \$5,000,000 per year.

proval is required to discontinue or abandon any service. There are no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Caption Summary

Attached hereto as Exhibit C is the caption summary required by 49 C.F.R. § 1150.34.

Respectfully submitted,



John M. Cutler, Jr.
Andrew P. Goldstein

McCarthy, Sweeney & Harkaway, P.C.
Suite 700
1825 K Street, N.W.
Washington, DC 20006
(202) 775-5560

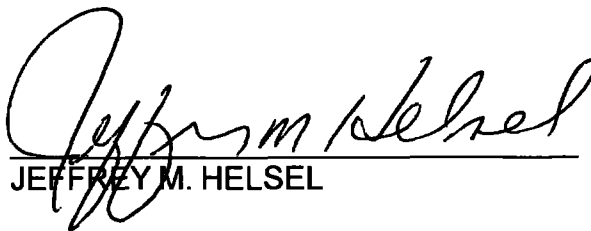
Attorneys for
PPL Susquehanna, LLC and
Allegheny Electric Cooperative, Inc.

Dated: November 21, 2011

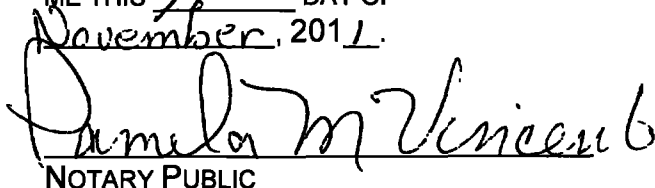
VERIFICATION

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Lucerne) SS

I, JEFFREY M. HELSEL, Vice-President Nuclear Operations for PPL Susquehanna, LLC, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to authorize the filing of the foregoing document.


JEFFREY M. HELSEL

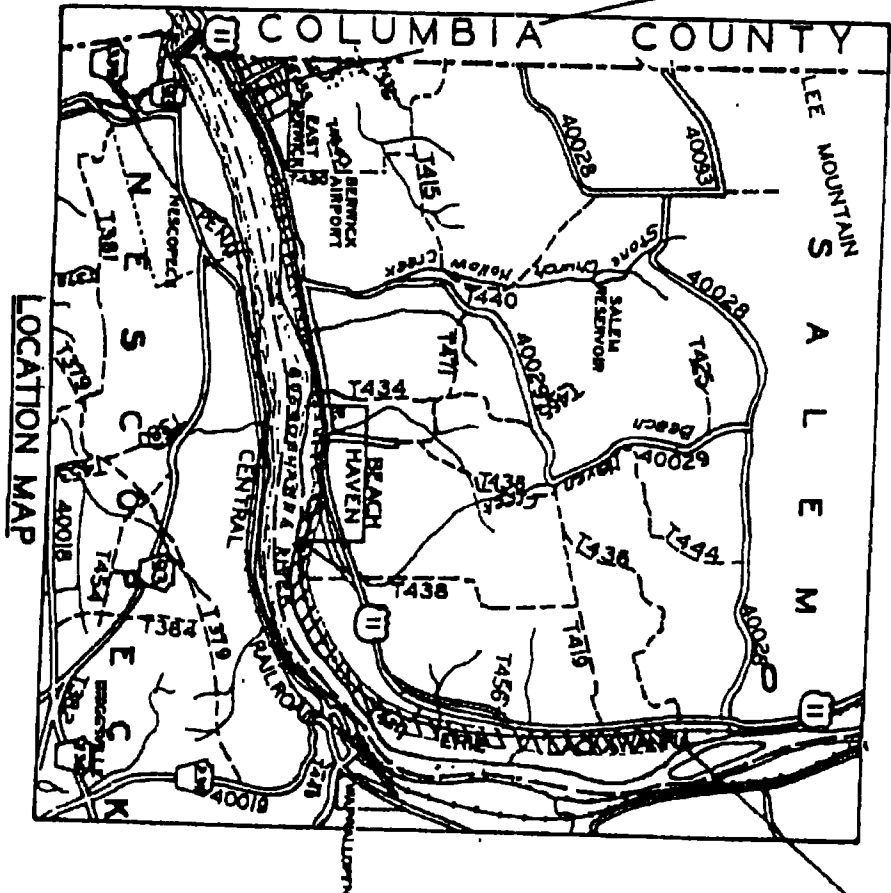
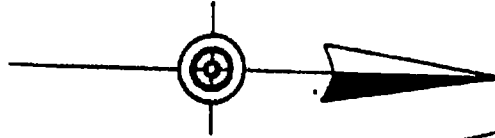
SUBSCRIBED AND SWORN TO
ME THIS 19th DAY OF
November, 2011.


NOTARY PUBLIC

MY COMMISSION EXPIRES May 31, 2014

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Pamela M. Vincent, Notary Public
Sugarloaf Twp., Columbia County
My Commission Expires May 31, 2014
Member: Pennsylvania Association of Notaries

MILE POST 176.97
SALEM TOWNSHIP
LUZERNE COUNTY



SCALE: 1" = 1 MILE

REC Book 30015 Page 191472



I hereby CERTIFY that this document is recorded in the Recorder of Deeds Office of Luzerne County, Pennsylvania.

Mary K. Dymalski
Recorder of Deeds



Recorder:
Luzerne County, Pennsylvania

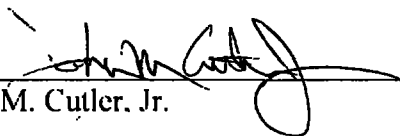
Mary K. Dymalski
Recorder of Deeds

BEGIN ACQUISITION
MILE POST 170.00
SALEM TOWNSHIP
LUZERNE COUNTY

CERTIFICATION

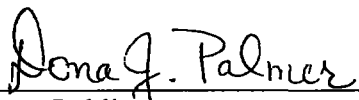
District of Columbia) ss

I, John M. Cutler, Jr., certify on behalf of PPL Susquehanna, LLC and Allegheny Electric Cooperative, Inc., that projected revenues resulting from the acquisition in this Docket will be below \$5 million per year, and will not exceed Class III carrier levels.



John M. Cutler, Jr.

Subscribed and Sworn to before me this 14th day of November, 2011.



Notary Public

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35576

PPL SUSQUEHANNA, LLC AND ALLEGHENY ELECTRIC COOPERATIVE, INC. –
ACQUISITION – PENNSYLVANIA DEPARTMENT OF TRANSPORTATION
LINE IN LUZERNE COUNTY, PA

PPL Susquehanna, LLC and Allegheny Electric Cooperative, Inc. (collectively, “PPLS”), both non-carriers, have filed a Notice of Exemption to authorize the acquisition from the Pennsylvania Department of Transportation (“PennDOT”) a line known as the Bloomburg Branch between the PPLS electric generating station at M.P. 170.00 and M.P. 176.97 at Berwick, PA, a distance of approximately 7 miles. PPLS does not intend to operate the Line itself and is granting North Shore Railroad Company (“North Shore”) an easement to continue operating the Line as a common carrier pursuant to authority requested by North Shore in STB Finance Docket 35377. Public filings in that docket contain additional information about these transactions. The Line is located in Luzerne County, PA. North Shore’s existing lines beyond Berwick connect with Norfolk Southern Railroad, so that traffic moving via Norfolk Southern will have a route via North Shore to the PPLS Susquehanna generating station. Rail transportation service over the line has been and will continue to be provided solely by North Shore.

Comments must be filed with the Board and served on PPLS' representatives, John M. Cutler, Jr. and Andrew P. Goldstein, McCarthy, Sweeney & Harkaway, P.C., Suite 700, 1825 K Street, N.W, Washington, DC 20006, (202) 775-5560.

The Notice is filed under 49 C.F.R. § 1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.